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ACCOUNT NO. : 072100000032

REFERENCE : 144611 7185344

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : May 9, 2001

ORDER TIME : 10:37 AM

ORDER NO. : 144611-005

CUSTOMER NO: 7185344

CUSTOMER: Jeff Goldstein, Esq
Virtual Media Communications

400004316334--0

915 Broadway, 15th Floor

New York, NY 10010

DOMESTIC FILING

NAME: ALLIANCE DIGITAL, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

JS/25/01

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CORPORATIONS

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TO ACKNOWLEDGE
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TALLAHASSEE FLORIDA
2001 MAY 24 PM 4:26

FIL 110

ARTICLES OF INCORPORATION
OF

ALLIANCE DIGITAL, INC.

2001 MAY 24 PM 4:26

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ALLIANCE DIGITAL, INC.

The address of the principal office of this corporation shall be 14 Jenna Court, Holbrook, New York 11741, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Scott Greenberg	14 Jenna Court
Dir.	Holbrook, New York 11741

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation:

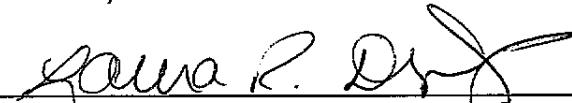
Corporation Service Company
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on May 24, 2001.


Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap

scm